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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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(Document Number)

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FLORIDA BAR BOARD CERTIFIED IN TAX LAW

**SOLOMON H. FRIEND, OF COUNSEL**

MEMBER OF FLORIDA & NY BAR

December 22, 2006

Registration Section  
Division of Corporations  
P.O. 6327  
Tallahassee, FL 32314

Re: COKI Investments, LLC

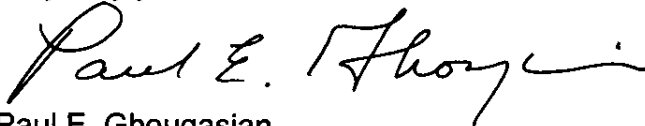
Dear Sir/Madam:

Please find enclosed a Certificate of Conversion, Articles of Organization and a check in the amount of \$150.00 (\$25.00 for conversion fee and \$125.00 filing fee for Articles of Organization) submitted herewith in order to convert an "Other Business Entity" into a Florida Limited Liability Company in accordance with Florida Statutes Section 608.439.

Please return all correspondence concerning this matter to the undersigned. Please return a copy of the enclosed documents (date stamped and marked "filed") for our records. A return self addressed postage paid envelope is included for your convenience in returning the stamped/filed copies.

Please do not hesitate to contact me in the event you have any questions or comments regarding this filing.

Very truly yours,



Paul E. Ghougasian  
PEG:nad

Enclosures

cc Mr. and Mrs. Robert G. Varnon (w/o encls.)

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
TO A  
FLORIDA LIMITED LIABILITY COMPANY**

This CERTIFICATE OF CONVERSION and attached ARTICLES OF ORGANIZATION are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **COKI INVESTMENTS, LLC**
2. The "Other Business Entity" is a Limited Liability Company, first organized and formed under the laws of the state of Maryland on December 21, 1998. The jurisdiction of the "Other Business Entity" has not changed since its original formation.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **COKI INVESTMENTS, LLC.**
4. The effective date of this conversion and the attached Articles of Organization shall be January 1, 2007.

Signed this 14<sup>th</sup> day of Dec, 2006

**COKI INVESTMENTS, LLC**

BY:   
**ROBERT G. VARNON, Manager**

  
**MARCIA L. VARNON, Manager**

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## ARTICLES OF ORGANIZATION

### OF

### COKI INVESTMENTS, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **COKI INVESTMENTS, LLC** (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and other activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 9260 Spring Time Drive, Vero Beach, Florida 32963 and the street address of the principal place of business for the Company is 9260 Spring Time Drive, Vero Beach, Florida 32963. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Paul E. Ghougasian, P.A. and the initial registered office is located at 2300 Glades Road, Suite 370W, Boca Raton, Florida 33431.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. In accordance with the terms of the Operating Agreement, the managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
Robert G. Varnon	Manager
Marcia L. Varnon	Manager

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

11. Effective Date.

The effective date of these Articles shall be January 1, 2007.

Date 12/14, 2006

**COKI INVESTMENTS LLC**  
a Florida limited liability company

By: [Signature]  
Robert G. Varnon, Manager

*Maryland*  
STATE OF ~~FLORIDA~~  
COUNTY OF *Prince George's*

The foregoing instrument was acknowledged before me on Dec. 14, 2006, by **ROBERT G. VARNON** as Manager of **COKI INVESTMENTS LLC**, who ( is personally known to )  
( me or ( ) produced \_\_\_\_\_ as identification.

*Joyceline C. Dalton*  
Notary Public — State of ~~Florida~~ *Maryland*  
*Commission Expires 2/1/08*